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TAB 19

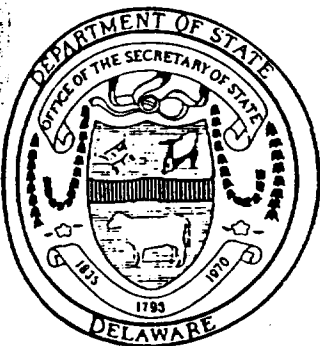
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that SAUGET SANITARY DEVELOPMENT & RESEARCH
ASSOCIATION

is duly incorporated under the laws of the State of Delaware and is in
good standing and has a legal corporate existence so far as the
records of this office show, as of the date below shown.



Glenn C. Kenton
Glenn C. Kenton, Secretary of State
BY: B. Adams
DATE: December 29, 1982

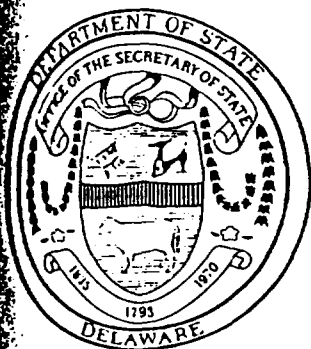


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on June 24, 1965



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY:

B. Akers

DATE:

December 29, 1982

CERTIFICATE OF INCORPORATION

OF

VILLAGE OF MONSANTO SANITARY DEVELOPMENT AND RESEARCH ASSOCIATION

First. The name of the corporation is Village of Monsanto Sanitary Development and Research Association.

Second. Its principal office in the State of Delaware is located at No. 100 West Tenth Street in the City of Wilmington, County of New Castle. The name and address of its registered agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

Third. The objects or purposes to be promoted or carried on are: the promotion, establishment, expansion and betterment of industry in the Village of Monsanto, State of Illinois, and the civic improvement of said Village of Monsanto and the living and working conditions of the residents thereof and persons working therein, by the rendition of advice and assistance in connection with the control and regulation of pollution and waste disposal through the conduct of technical studies and through the provision and rendition of services, advice and assistance with respect to the development, construction, maintenance, use and operation of sewerage facilities (and the purchase or lease of real and personal property incidental thereto) in the said Village of Monsanto for the effectual treatment and disposal of sewage. Such objects and purposes are to be promoted and carried on on a not-for-profit basis.

In furtherance of, and not in limitation of the general powers conferred by the laws of the State of Delaware, and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

Acting through its Board of Directors, its Chairman and other officers, subject to the powers and restrictions of this Certificate of Incorporation, and its By-Laws, to do all such acts as are

necessary or convenient to the attainment of the objects and purposes herein set forth, and to the same extent and as fully as any natural person might or could do.

To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association, municipality or other governmental subdivision; to do any acts necessary or expedient for carrying on any or all of the objects and purposes set forth in this Certificate of Incorporation and not forbidden by the laws of the State of Delaware.

To have offices and to promote or carry on its objects and purposes within or without the State of Delaware, in other states, the District of Columbia, the territories or colonies of the United States.

In general, to have all powers conferred upon a corporation by the laws of the State of Delaware except as herein prohibited or as forbidden by the By-Laws of the corporation.

Fourth. The corporation shall not have capital stock and the conditions of membership shall be as stated in the By-Laws.

Fifth. The names and places of residence of the incorporators are as follows:

<u>Names</u>	<u>Residences</u>
Joseph W. Lewis	919 Tirrill Farms Road, St. Louis County, Missouri.
Dominic Troiani	7347 Burrwood, St. Louis County, Missouri.
Gerald Tockman	9714 Lynn Town Court, St. Louis County, Missouri.

Sixth. The corporation shall have perpetual existence.

Seventh. The private property of the members shall not be subject to the payment of corporate debts.

Eighth. No member of the corporation shall have any voting rights. All voting rights are vested solely in the directors.

Ninth. The activities and affairs of the corporation shall be managed by a Board of Directors. The directors shall be appointed by members in such manner as the By-Laws of the corporation shall provide. The number of directors which shall from time to time constitute the whole Board and the number which shall constitute a quorum shall be such as from time to time shall be provided in the By-Laws, but in no case shall the number of the Board of Directors be less than three. Unless otherwise provided in the By-Laws, the directors shall be appointed each year by the members at the annual meeting of the members to be held on such date as the By-Laws may provide, and shall hold office until their successors are respectively elected and qualified. The Board of Directors may, by resolution or resolutions, passed by a majority of the whole Board, designate one or more committees which to the extent provided in said resolution or resolutions or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it; and each such committee shall have such name as may be stated in the By-Laws of the corporation or as may be determined by resolution of the Board of Directors. The directors of the corporation may, if the By-Laws so provide, be classified as to term of office. The Board of Directors may elect such officers as the By-Laws may specify or as may be designated by the Board, who shall, subject to the provisions of the statute, have such titles and exercise such duties as the By-Laws may provide. The Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.

The corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the statute, provided that the Board of Directors shall exercise no power or authority forbidden by the Certificate of Incorporation or the statute.

Tenth. Meetings of members may be held without the State of Delaware, if the By-Laws so provide. The books of the corporation may be kept (subject to any provision contained in the statute), outside the State of Delaware at such place or places as may from time to time be designated by the Board of Directors.

Eleventh. The corporation reserves the right and the Board of Directors is expressly authorized to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to Chapter 1 of Title 8 of the Delaware Code (herein sometimes referred to as "the statute") do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 12th day of June, A.D. 1965.

Joseph W. Lewis (Seal)

Dominic J. J. J. (Seal)

Samuel T. T. (Seal)

STATE OF MISSOURI }
COUNTY OF ST. LOUIS } SS.

BE IT REMEMBERED that on this 22nd day of June,
A.D. 1965, personally came before me, a Notary Public for the
State of Missouri, Joseph W. Lewis,
Dominic Troiani and Gerald Tockman,
all of the parties to the foregoing Certificate of Incorporation,
known to me personally to be such, and severally acknowledged the
said certificate to be the act and deed of the signers respectively,
and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year
aforesaid.

Francis Hunter
Notary Public

My Commission Expires July 1, 1965



State of DELAWARE

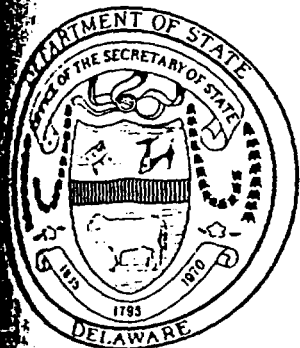


Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of

Certificate of Amendment

filed in this office on July 5, 1967



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *B. Akers*

DATE: December 29, 1982

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
VILLAGE OF MONSANTO SANITARY
DEVELOPMENT AND RESEARCH ASSOCIATION

Village of Monsanto Sanitary Development and Research Association, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That the Board of Directors of said corporation, at a meeting duly convened and held on May 8, 1967, at 2:00 P.M., proposed an amendment to its Certificate of Incorporation and at said meeting duly passed a resolution setting forth the amendment proposed, declaring its advisability and calling a subsequent meeting of the Board of Directors of said corporation for the consideration thereof, said meeting to be held on a date not earlier than fifteen (15) and not later than thirty (30) days after the meeting, at which the aforementioned resolution had been passed.

(2) That thereafter on May 24, 1967, at 11:45 A.M., pursuant to such call and to due and written notice thereof given to each of the Board of Directors more than five (5) days prior to such date, all as required by the by-laws of the corporation, a special meeting of the Board of Directors was held and there were present at such meeting at least two-thirds (2/3) of the whole number of the Board of Directors of the corporation, to-wit, nine (9) of the total number of ten (10) Directors.

(3) That at said meeting a vote of the Board of Directors was taken for and against the amendment to the Certificate of Incorporation, said amendment being as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing each and every reference to the name of the corporation as Village of Monsanto Sanitary Development and Research Association to Village of Saugat Sanitary Development and Research Association and each and every reference to the Village of Monsanto

to the Village of Sauget and specifically "Article First" and the first paragraph of "Article Third" shall be amended so that "Article First," as amended, shall be and read as follows:

First. The name of the corporation is Village of Sauget Sanitary Development and Research Association.

and the first paragraph of "Article Third," as amended, shall be and read as follows:

Third. The objects or purposes to be promoted or carried on are: the promotion, establishment, expansion and betterment of industry in the Village of Sauget, State of Illinois, and the civic improvement of said Village of Sauget and the living and working conditions of the residents thereof and persons working therein, by the rendition of advice and assistance in connection with the control and regulation of pollution and waste disposal through the conduct of technical studies and through the provision and rendition of services, advice and assistance with respect to the development, construction, maintenance, use and operation of sewerage facilities (and the purchase or lease of real and personal property incidental hereto) in the said Village of Sauget for the effectual treatment and disposal of sewage. Such objects and purposes are to be promoted and carried on on a not-for-profit basis.

(4) That at said meeting of the Board of Directors nine (9) of the total number of ten (10) Directors of the corporation, voted in favor of said amendment.

(5) That attached hereto and marked "Exhibit A" is the written assent of at least two-thirds (2/3) of the whole number of the members of the Board of Directors of the corporation to the said amendment.

IN WITNESS WHEREOF, the said Village of Monsanto Sanitary Development and Research Association has made, under its corporate seal and the hand of J. R. McClain, its Chairman, and the hand of P. B. Hodges, its Secretary, the foregoing Certificate, and the said Chairman and the said Secretary have hereunto severally set their hands and caused the corporate seal of the corporation to be hereunto affixed this ____ day of _____, 1967.

By John R. McClain
Chairman

By P. B. Hodges
Secretary

STATE OF ILLINOIS
COUNTY OF ST. CLAIR

SS

BE IT REMEMBERED that on this 21 day of June, 1967,
personally came before me, a Notary Public in and for the County
and State aforesaid, J. R. McClain, Chairman of Village of Monsanto
Sanitary Development and Research Association, a corporation of
the State of Delaware, the corporation described in and which
executed the foregoing certificate, known to me personally to be
such, and he, the said J. R. McClain as such Chairman, duly
executed said certificate before me and acknowledged the said
certificate to be his act and deed and the act and deed of said
corporation; and the signatures of the said Chairman and of the
Secretary of said corporation to said foregoing certificate are in
the handwriting of the said Chairman and Secretary of said
corporation respectively, and that the seal affixed to said certi-
ficate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of
office the day and year aforesaid.

Helen Wilson
Notary Public

My commission expires: June 19, 1970.




"EXHIBIT A"

The undersigned, Directors of Village of Monsanto Sanitary Development and Research Association do hereby assent to the amendment to the Certificate of Incorporation of the corporation as shown by the foregoing Certificate to which this exhibit is attached and made a part hereof.


Harry Dutz

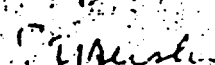

Howard R. Erwin



S. A. Silverstein


Leo Sauget


J. R. McClain


W. J. Wilson


P. E. Heisler


T. W. Dalton

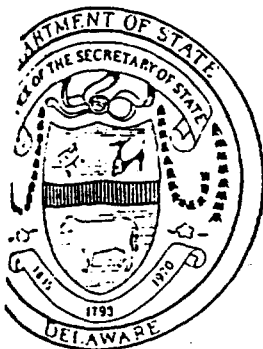

P. B. Hodges



State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on April 27, 1978.



Glenn C. Kenton
Glenn C. Kenton, Secretary of State
BY: B. Akers
DATE: December 29, 1982

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

VILLAGE OF SAUGET SANITARY DEVELOPMENT AND RESEARCH ASSOCIATION

(A Corporation Without Capital Stock)

VILLAGE OF SAUGET SANITARY DEVELOPMENT AND RESEARCH ASSOCIATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of VILLAGE OF SAUGET SANITARY DEVELOPMENT AND RESEARCH ASSOCIATION resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the members of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended said Article shall be and read as follows:

"The name of the corporation is SAUGET SANITARY DEVELOPMENT & RESEARCH ASSOCIATION."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a regular monthly meeting of the members of said corporation was duly called and held, at which meeting the necessary number of members voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said VILLAGE OF SAUGET SANITARY DEVELOPMENT AND
RESEARCH ASSOCIATION has caused this Certificate to be signed by
JACK MALLOY, its President and attested by PAUL TANDLER,
its Secretary, this 19th day of April
1973.

VILLAGE OF SAUGET SANITARY DEVELOPMENT
AND RESEARCH ASSOCIATION

By

Jack Malloy
JACK MALLOY

President

ATTEST:

Paul Tandler
PAUL TANDLER

Secretary